

June 21, 2005

**JOINT PETITION OF SOUTHWESTERN BELL
COMMUNICATIONS SERVICES, INC. AND SBC
TELECOM, INC. D/B/A SBC LONG DISTANCE FOR
APPROVAL OF INTERNAL CORPORATE
RESTRUCTURING AND TRANSFER OF ASSETS TO
SBC LONG DISTANCE LLC**

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) **DOCKET NO.**
) **04-00357**
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This matter came before Chairman Pat Miller, Director Deborah Taylor Tate and Director Ron Jones of the Tennessee Regulatory Authority (the “Authority” or “TRA”), the voting panel assigned to this Docket, at a hearing held on March 29, 2005 for consideration of the *Amendment to Joint Petition* (“*Petition Amendment*”) filed by Southwestern Bell Communications Services, Inc. d/b/a SBC Long Distance (“SBCLD”) and SBC Telecom, Inc. (“SBCT”) (together the “Parties”) for TRA approval of modifications to the *Petition* approved on December 13, 2004.¹

SBCLD is a Delaware corporation and a wholly owned subsidiary of SBC Communications, Inc. By an order dated July 23, 2004 in TRA Docket No. 04-00069, SBCLD received a Certificate of Public Convenience and Necessity (“CCN”), authorizing it to provide competitive facilities-based local exchange telecommunications services, exchange access

¹ See *Joint Petition* (October 15, 2004)

services, operator services and resold intrastate interexchange telecommunications services within the State of Tennessee.

SBCT also is a Delaware corporation and a wholly owned subsidiary of SBC Communications, Inc. SBCT received its CCN by an order dated May 22, 2000 in TRA Docket No. 00-00025. Under its CCN, SBCT is authorized to provide facilities-based and resold competitive local and interexchange telecommunications services throughout the State of Tennessee.

On October 15, 2004, in this docket, the Parties filed a *Joint Petition* for TRA approval, pursuant to Tenn. Code Ann. § 65-4-112 (2004), of a corporate restructuring and transfer of authority to provide telecommunications services. The *Joint Petition* was approved by the Authority on December 13, 2004. In addition, on February 28, 2005, in Docket No. 04-00446, the Authority approved the Petition of Southwestern Bell Communications Services, Inc. d/b/a/ SBC Long Distance to change its name to SBC Long Distance, Inc.

The Amendment to Joint Petition

On March 3, 2005, the Parties filed the *Petition Amendment* in this docket. In the *Petition Amendment*, the Parties request that the previously approved transfer be modified to reflect certain changes that had been made subsequent to the approval of the original *Joint Petition* on December 13, 2004. These modifications include a name change from SBC Long Distance, Inc. to SBC Long Distance LLC d/b/a SBC Long Distance. The Parties also requested approval of a customer notification letter that had been revised to reflect the modifications.²

Statutory and Regulatory Framework

Tenn. Comp. R. & Regs. 1220-4-2-.56(2)(d) provides:

² The customer notification letter that was approved by the Authority on December 13, 2004 was not sent to customers because the Parties anticipated the filing of the *Petition Amendment*.

(d) In the case of a transfer of a customer base between two or more telecommunications service providers, the Authority, upon petition by the acquiring telecommunications service provider, may deem that sufficient notice has been given and approval received from the affected customers when the following criteria are met:

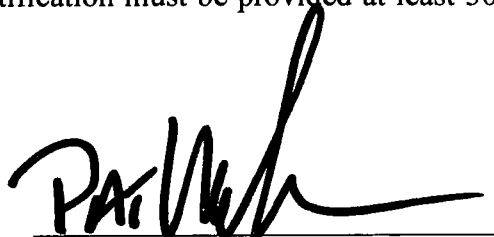
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2. A notification letter, pre-approved by the Authority, shall be mailed by U.S. First Class Postage by the telecommunications service provider being acquired to its customers describing the customer transfer and explaining that the customers' local or long distance service will be transferred to the acquiring telecommunications service provider by a certain date unless the customer selects another telecommunications service provider. This customer notification shall be mailed to the customers no less than thirty (30) days prior to the actual customer transfer. The notification letter required by the FCC may be used for the notification purposes of this part. The Authority may waive the thirty (30) day notice requirement of this part for good cause shown.
 3. The acquiring telecommunications service provider agrees to pay any fees charged to the customer associated with changing service to the acquiring telecommunications service provider. The notification letter required in 1220-4-2-.56(2)(d)(2) shall inform the customer of this provision.
 4. The acquiring telecommunications service provider agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers. The notification letter mentioned in 1220-4- 2-.56(2)(d)(2) shall inform the customer of this provision.

March 29, 2005 Hearing

At a Hearing held on March 29, 2005, the Panel voted unanimously to approve the *Petition Amendment* and to change SBCLD's corporate name from SBC Long Distance, Inc. to SBC Long Distance LLC d/b/a SBC Long Distance. In addition, the Panel approved the revised customer notification letter pursuant to a finding of compliance with the requirements of Tenn. Comp. R. & Regs. 1220-4-2-.56(2)(d).

IT IS THEREFORE ORDERED THAT:

1. The *Petition Amendment* filed by the Parties is approved.
2. The corporate name of SBC Long Distance, Inc. is changed to SBC Long Distance LLC d/b/a SBC Long Distance.
3. The Parties shall promptly notify existing customers of SBCT and SBCLD of the merger using the letter approved by the Authority on March 29, 2005. Pursuant to Tenn. Comp. R. & Regs. 1220-4-2-.56(2)(d), such notification must be provided at least 30 days prior to the transfer.



Pat Miller, Chairman



Deborah Taylor Tate, Director



Ron Jones, Director